

BYLAWS

OF

RUSSIAN CHRISTIAN MISSIONS, INC.

Incorporated under the laws of the State of Georgia

ARTICLE ONE

Name, Location and Offices

- 1.1 Name.** The name of this corporation shall be “RUSSIAN CHRISTIAN MISSIONS, INC.”
- 1.2 Registered Office and Agent.** The corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.3 Other Offices.** The principal office of the corporation shall be located at 930 Charles Hall Drive, Dacula, Georgia 30019. The corporation may have other offices at such place or places, within the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

ARTICLE TWO

Purposes and Governing Instruments

- 2.1 Nonprofit Corporation.** The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2 Religious Purposes.** The corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively religious within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation shall have full power and authority to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and in these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

Compelled by the love of Jesus Christ and His commandment to go into the world and preach the gospel to every creature, the aims, intents and purposes of this corporation are to send, by whatever means possible, the Holy Bible as the Word of God, the New Testament and selected Christian literature to those people who have been deprived of the opportunity to read the Word of God and to encourage, support and edify the suffering church of Jesus Christ.

Additionally, this corporation shall provide the Gospel message to communities who have no church or Christian activities, by providing support and assistance to national Christians, pastors, missionaries, Bible teachers and suffering Christians everywhere.

Finally, the corporation shall inform the Christian community at large of the suffering of the Church of Jesus Christ in certain areas of the world, as well as to make known their needs, and how they might serve those churches by helping to meet some of their needs. We will use any means available to us to accomplish the above purposes that are not expressly forbidden by God's Word, and that are neither immoral nor illegal, God Himself being our helper.

2.3 Governing Instruments. The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE THREE Board of Directors

3.1 Authority and responsibility of the Board of Directors.

3.1.1 The supreme authority of the corporation and the government and management of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

3.1.2 The governing body of the corporation shall be the Board of Directors. The Board of Directors:

- (a) shall have supervision, control, and direction of the management, affairs and property of the corporation;
- (b) shall be responsible for establishing policies or changes therein; and
- (c) shall actively prosecute the corporation's purposes and objectives and supervise the disbursement of its funds.

3.1.3 The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility as the Board of Directors shall deem advisable in its sole discretion. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

3.1.4 The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

3.1.5 The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies, formulating programs, planning and for carrying out the purposes and functions of the corporation.

3.1.6 The Board of Directors is authorized to employ such person or persons, including attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

3.2 Composition of Regular Board of Directors. After the initial Board of Directors, the Regular Board of Directors of the corporation shall consist of not less than two (2) nor more than twelve (12) members. Members of the Board of Directors of the corporation shall be elected or appointed on the basis of their knowledge of the religious needs and interests of the communities served by the corporation and on the basis of their standing in those communities and their access to businesses, groups and individuals interested in promoting, encouraging, and supporting the religious purposes and functions of the corporation. The Board of Directors is authorized to fix by resolution the exact number of directors from time to time.

3.3 Manner of Election and Term of Office. Except as provided in Section 3.2 above, the regular directors of the corporation shall be elected by the Board of Directors of the corporation by a vote of the directors as provided in Article Four of these of these bylaws; and each director so elected shall continue in office for a term of three (3) years and thereafter until his successor shall have been elected and shall have qualified or until his earlier death, resignation, retirement, disqualification, or removal. However, when the first regular Board of Directors is elected as provided in Section 3.2 above, approximately one-third (1/3) of the directors then elected shall serve for an initial term of one (1) year, approximately one-third (1/3) of the directors shall serve an initial term of two (2) years, and approximately one-third (1/3) of the directors shall serve an initial term of three (3) years. Thereafter, directors shall be elected for terms of three (3) years; and the terms of the directors shall be staggered so the terms of not less than approximately one-third (1/3) are expiring in any one year. There shall be no limitation on the number of successive terms of office for which a director may serve.

3.4 Nomination. The nominating committee, acting in accordance with Section 8.1 of these bylaws, shall present to the directors one nomination for each seat on the Board of Directors which is vacant or about to expire. Additional nominations may be made from the floor at the meeting at which directors are voted upon by directors of the corporation who are entitled to vote.

3.5 Removal. Any director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors then in office if notice of intention to act upon such matter shall have been given in notice calling such meeting. A removed director's successor may be elected at the same meeting to

serve the unexpired term. Failure of any director to attend sixty (60%) of the meetings of the Board of Directors held in any fiscal year of the corporation shall operate as a tender of such director's resignation, and such director shall be removed from the board.

- 3.6 Vacancies.** Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of the directors in office. Unless otherwise provided by the Board of Directors, each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor or until his earlier death, resignation, retirement, removal or disqualification.
- 3.7 Committees of the Board of Directors.** By resolution adopted by a majority of the Board of Directors, the Board of Directors may designate from among its members one or more executive committees, each consisting of three (3) or more directors, which number shall always include the chair and president of the corporation. By resolution adopted by a majority of the directors present at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have authority as set forth in the resolution establishing said committee. See also Article Seven ("Committee of Directors").
- 3.8 Compensation.** Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the corporation.

ARTICLE FOUR

Meetings of the Board of Directors

- 4.1 Place of Meetings.** Meetings of the Board of Directors may be held any place within or outside the State of Georgia as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.
- 4.2 Annual Meeting: Notice.** An annual meeting of the Board of Directors may be held at the principal office of the corporation or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by telegram not less than ten (10) nor more than fifty (50) days before such annual meeting.
- 4.3 Regular Meetings: Notice.** Regular meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of such regular meeting shall be given by the

secretary either personally or by telephone or by mail or by telegram not less than two (2) nor more than thirty (30) days before such regular meeting.

4.4 Special Meetings: Notice. Special meetings of the Board of Directors may be called by or at the request of the chair or the president or by any three (3) of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by telegram at least twenty-four (24) hours before such special meeting.

4.5 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five (“Notice and Waiver”).

4.6 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than three (3) directors constitute a quorum.

4.7 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a bylaw are provided for in Article Twelve of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 3.6 of these bylaws.

4.8 Action of Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by not less than a majority of the members of the Board of Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

4.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

4.11 Attendance at Meetings. Members of the Board of Directors shall attend all meetings unless absence is unavoidable. To remain on the Board of Directors each director shall be required to

attend not less than sixty percent (60%) of the meetings of the Board of Directors held in any fiscal year pursuant to these bylaws.

ARTICLE FIVE

Notice and Waiver

5.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given in accordance with this Section 5.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances (e.g. for special meetings). Notice may be communicated in person, by telephone, telegraph, teletype, facsimile, or other form of wire or wireless communication, email, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

5.2 Waiver. A director may waive notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the director entitled to notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE SIX

Officers

6.1 Number and Qualifications. The executive officers shall consist of a chair, one or more vice chairs as determined or designated by the Board of Directors, a president/chief executive officer, one or more vice presidents as determined or designated by the Board of Directors, a secretary and

a treasurer. The Board of Directors of the corporation shall from time to time create and establish the duties of such officers or assistant officers as it deems necessary for the efficient management of the corporation; but the corporation shall not be required to have at any time any officers other than a chair, a president, a secretary and a treasurer. Any two (2) or more offices may be held by the same person.

6.2 Election and Term of Office. The executive officers of the corporation, including the chair, the vice chairs, president, the vice presidents, the secretary and the treasurer, shall be elected by the Board of Directors of the corporation. While holding such offices, the chair and the president shall serve as members of the Board of Directors of the corporation, as provided in Article Three of these bylaws. All executive officers shall serve for terms of (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement or disqualification. Any other officers or assistant officers appointed by the Board of Directors of the corporation under Section 6.1 of these bylaws shall serve at the will of the Board of Directors of the corporation and until their successors have been elected and qualified or until their earlier death, resignation, removal, retirement or disqualification. See Section 8.1 (“Nominating Committee”).

6.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors of the corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

6.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by the Board of Directors at any meeting.

6.6 Chair. The chair shall preside at all meetings of the Board of Directors. The chair shall also serve as a member, with right to vote, of any executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors. The chair shall also appoint the chair of any committee of the Board of Directors. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Vice Chairs. The vice chairs, in order of seniority, unless otherwise determined by the chair or by the Board of Directors, shall, in the absence or disability of the chair, perform the duties and have the authority and exercise the powers of the chair. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

6.8 President.

6.8.1 The president shall be the chief executive officer of the corporation.

6.8.2 President's Qualifications

- (a) Aspiring to the Biblical pattern for spiritual leaders as described in I and II Timothy and Titus;
 - (1) Be able to teach God's Word, Titus 1:9, I Timothy 3:2.
 - (2) Manage his home well, Titus 1:6,8, I Timothy 3:4.
 - (3) Be filled with the Holy Spirit and well disciplined in areas of habit and temper, Titus 1:8.
 - (4) Be a person of proven moral character, Titus 1:7, I Timothy 3:2,7.
 - (5) Be gifted with common sense, I Timothy 3:2.
 - (6) Be full of wisdom and of good reputation, Acts 6:3.
- (b) Being committed in spirit and in deed to the calling, goals and principals that God has given to Russian Christian Ministries, Inc.

6.8.3 President's Responsibilities

- (a) Selecting, employing, controlling and discharging employees; developing personnel policies and practices; determining the compensation to be paid any employee other than himself for services rendered to the corporation, subject to the control of the Board of Directors;
- (b) Serving as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of directors;
- (c) Signing checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation; granting requests, statements and reports required to be filed with the state or federal officials or agencies;
- (d) Entering into any contract or agreement and executing in the corporate name, along with the treasurer or secretary, any instrument or other writing;
- (e) Ensuring that all orders and resolutions of the Board of Directors are carried into effect;
- (f) Supervising and directing the management and operations of the corporation; making all decisions as to policy and otherwise which may arise between meetings of the

Board of Directors and meetings of the executive committee of the Board of Directors and supervising and controlling the other officers and employees of the corporation during such interim;

- (g) Attending meetings of the Board of Directors and committees thereof; and
- (h) Performing other duties that may be necessary and in the best interest of the corporation or as may be assigned by the Board of Directors.

Unless otherwise determined by the chair or by the Board of Directors, the president shall, in the absence or disability of the chair and all vice chairs, perform the duties and have the authority and exercise the powers of the chair.

6.9 Vice Presidents. The vice presidents, in order of seniority, unless otherwise determined by the president or by the Board of Directors, shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.10 Secretary. The secretary shall:

- (a) attend all meetings of the Board of Directors and record, or cause to be recorded, all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform, or cause to be performed, like duties for the executive and other committees when required;
- (b) give, or cause to be given, notice of all meetings of the Board of Directors;
- (c) keep in safe custody the seal of the corporation, and when authorized by the Board of Directors or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by his signature or by the signature of the treasurer or assistant secretary; and
- (d) be under the supervision of the president. He shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.11 Assistant Secretaries. The assistant secretaries, in order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.12 Treasurer. The treasurer shall:

- (a) have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors;
- (b) disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct;
- (c) if required by the Board of Directors, give the corporation a bond (in such form, in such sum and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation; and
- (d) perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

6.13 Assistant Treasurers. The assistant treasurers, in order of their seniority, unless otherwise determined by the president or by the Board of Directors, shall in the absence or disability of the treasurer, perform the duties and have the authority and exercise the powers of the treasurer. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE SEVEN

Committees of Directors

7.1 Executive Committee. There shall be an executive committee composed of the chair and the president of the corporation and at least one (1) other member of the Board of Directors who shall be appointed by resolution adopted by a majority of the directors in office. Each such member shall serve until his successor is elected and qualifies or until his earlier death, resignation, retirement or removal. The executive committee shall have and may exercise all the powers and authority of the Board of Directors in the business and affairs of the corporation between meetings of the Board of Directors. The delegation of authority to the executive committee shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

7.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution or in these bylaws, members of each such committee shall be appointed by the chair of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

7.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with the articles of incorporation of the corporation or these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the chair of the corporation, unless the Board of Directors otherwise provides. Any action by such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

7.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

7.5 Chair. The chair of the corporation shall appoint one member of each committee as chair thereof.

7.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

7.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE EIGHT

Special and Standing Committees

8.1 Nominating Committee. The chair, with the approval of and consultation with the Board of Directors, shall appoint a nominating committee consisting of at least three (3) directors of the corporation. The nominating committee shall invite suggestions for those directorships and offices which are vacant or about to expire. The nominating committee shall then nominate candidates for the required directorships and offices of the corporation as provided in these bylaws and report such nominations to the members of the Board of Directors. Additional nominations may be submitted at any time up to and during the meeting at which the directors and officers are voted upon, and said nominations shall be voted upon by the directors in accordance with these bylaws.

8.2 Special Committees. The chair shall appoint such other committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these

bylaws; and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment.

8.3 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.4 Chair. The chair of the corporation shall appoint one member of each committee as chair thereof.

8.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.6 Quorum. Unless otherwise directed by the Board of Directors, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8.7 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE NINE

Contracts, Checks, Deposits, and Funds

9.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Check, Drafts, Notes, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the treasurer and countersigned by the president, and may be signed by any such other officer or officers, agent or agents, of the corporation and in such manner as may from time to time be determined by resolution of the Board of Directors.

9.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE TEN

Indemnification and Insurance

10.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the corporation against expenses, including attorney's fees (and in the case of actions other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, then unless such indemnification is ordered by a court, the corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

10.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

10.3 Insurance. To the extent permitted by Georgia law, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. The corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

11.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6 Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

11.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

ARTICLE TWELVE

Amendments

12.1 Power to Amend Bylaws. Subject to provisions of Section 2 of this Article the Board of Directors shall have the power to alter, amend, or repeal these bylaws, or adopt new bylaws.

12.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a majority of all directors then holding office.

ARTICLE THIRTEEN

Tax-Exempt Status

13.1 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a “publicly supported” organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOURTEEN

Adoption of Bylaws

14.1 Date of Adoption. RUSSIAN CHRISTIAN MISSIONS, INC was organized under the laws of the State of Georgia as of February 22, 2012. These bylaws were adopted by resolution of the initial Board of Directors of the corporation, and became effective, as of February 22, 2012.